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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

TRONOX INCORPORATED, *et al.*,

Debtors.

TRONOX INCORPORATED, TRONOX
WORLDWIDE LLC f/k/a Kerr-McGee
Chemical Worldwide LLC, and TRONOX
LLC f/k/a Kerr-McGee Chemical LLC,

Plaintiffs,

v.

ANADARKO PETROLEUM
CORPORATION and KERR-MCGEE
CORPORATION,

Defendants.

THE UNITED STATES OF AMERICA,

Plaintiff- Intervenor,

v.

TRONOX, INC., TRONOX WORLDWIDE
LLC, TRONOX LLC, KERR-MCGEE
CORPORATION and ANADARKO
PETROLEUM CORPORATION,

Defendants.

)
) Chapter 11
)

) Case No. 09-10156 (ALG)
)

) Jointly Administered
)

) Adversary Proceeding No. 09-01198 (ALG)
)

***EX PARTE* MOTION FOR ENTRY OF AN ORDER AUTHORIZING
PLAINTIFFS TO FILE PLAINTIFFS' MOTION TO COMPEL THE PRODUCTION OF
DOCUMENTS FROM DEFENDANTS AND DECLARATION OF JEFFREY J. ZEIGER
PARTIALLY UNDER SEAL**

The above-captioned Plaintiffs (collectively, “Tronox”) hereby file this motion seeking entry of an order, in substantially the form attached hereto as Exhibit A, authorizing Tronox to file portions of Plaintiffs’ Motion to Compel the Production of Documents from Defendants (the “Motion to Compel”) and Declaration of Jeffrey J. Zeiger in Support of the Motion to Compel (“Zeiger Declaration”) partially under seal. In support of this Motion, Tronox respectfully states as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein are section 107(b) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9077-1(b) of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”).

Background

4. Pursuant to this Court’s March 16, 2009 Agreed Protective Order [Case No. 09-10156, Dkt No. 248] (the “Protective Order”), any entity participating in discovery in the related adversary proceeding *Tronox Inc., et al. v. Anadarko Petroleum Corp., et al.* [Adversary Proceeding No. 09-01198] (the “Adversary Proceeding”) can designate discovery materials as “Confidential” or “Confidential Outside Counsel’s Eyes Only.” (Protective Order ¶¶ 1–2) In the event a party decides to file papers containing information derived from discovery materials designated as “Confidential” or “Confidential Outside Counsel’s Eyes Only,” the Protective Order

requires that party to file such papers under seal. (*Id.* ¶ 17) Sealed papers can be released from seal “only as provided by agreement of the undersigned parties or order of the Court.” (*Id.*)

5. Tronox’s Motion to Compel includes information based on documents and deposition testimony designated as “Confidential” or “Confidential - Joint Privileged.” Accordingly, Tronox seeks leave to file portions of the Motion to Compel and Zeiger Declaration under seal to ensure compliance with the Protective Order.

Relief Requested

6. By this motion, Tronox seeks entry of an order, substantially in the form attached hereto as Exhibit A, authorizing it to file a copy of the Motion to Compel and Zeiger Declaration partially under seal in accordance with Section 107(b) of the Bankruptcy Code and the Protective Order, and directing that the Motion to Compel and Zeiger Declaration shall remain under seal and confidential, and not be made available to anyone without the consent of the parties or further order of the Court. Tronox intends to file partially redacted versions of the Motion to Compel and Zeiger Declaration publicly. Tronox will serve unredacted versions of the Motion to Compel and Zeiger Declaration on the Court as well as counsel to Anadarko and the other parties to the Protective Order, including the Official Committee of Unsecured Creditors (the “Creditors Committee”), the Official Committee of Equity Security Holders (the “Equity Committee”), the United States of America (the “United States”), and Credit Suisse, in its capacity as the Administrative Agent for the Debtors’ Prepetition Credit Agreement (the “Prepetition Agent”).

Basis for Relief Requested

7. Section 107(b) of the Bankruptcy Code provides courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information. 11 U.S.C. § 107(b)(1) (“On request of a party in interest, the bankruptcy court shall ... protect an entity with respect to a trade secret or confidential research, development, or commercial information.”). Bankruptcy Rule 9018 provides, in part, that “on motion ...the court

may make any order which justice requires ... to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information" Fed. R.

Bankr. P. 9018.

8. In addition, the Protective Order requires Tronox to seek the relief requested.
(Protective Order at ¶ 17)

Reason for Proceeding on *Ex Parte* Basis

9. Tronox is proceeding on an *ex parte* basis, as opposed to notice and a hearing, because Tronox has an immediate need to file its Motion to Compel under seal. Tronox must file its Motion to Compel with sufficient promptness to allow the Court to fully consider the arguments set forth in the Motion to Compel. Lack of notice and hearing will not prejudice any party. Indeed, Tronox, Anadarko, the Creditors Committee, the Equity Committee, the United States, and the Prepetition Agent have all agreed to the Protective Order, which requires that material designated as confidential be filed under seal and not released unless "provided by agreement of the undersigned parties or order of the Court." (*Id.*)

Motion Practice

10. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this Motion. Accordingly, Tronox respectfully submits that this Motion satisfies Local Rule 9013(a).

Notice

11. Tronox has provided notice of this Motion to: (a) counsel to Anadarko; (b) counsel to the Prepetition Agent; (c) counsel to the Creditors Committee; (d) counsel to the Equity Committee; and (e) the Office of the United States Attorney for the Southern District of New York. In light of the nature of the relief requested, Tronox respectfully submits that no further notice is necessary.

No Prior Request

12. No prior application for the relief requested herein has been made to this or any other court.

Dated: January 3, 2011

Respectfully submitted,

/s/ Jeffrey J. Zeiger

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on January 3, 2011, a true and correct copy of the foregoing ***EX PARTE* MOTION FOR ENTRY OF AN ORDER AUTHORIZING PLAINTIFFS TO FILE PLAINTIFFS' MOTION TO COMPEL THE PRODUCTION OF DOCUMENTS FROM DEFENDANTS AND DECLARATION OF JEFFREY J. ZEIGER PARTIALLY UNDER SEAL** was served on the following counsel of record as indicated below.

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